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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND TEMIC AUTOMOTIVE OF NORTH AMERICA, INC.
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 8391

(TEMIC AUTOMOTIVE OF NORTH AMERICA, INC., n/k/a CONTINENTAL
AUTOMOTIVE SYSTEMS, INC., AS ASSIGNEE OF MOTOROLA, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Temic Automotive of North America, Inc., n/k/a Continental Automotive Systems, Inc. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Temic Automotive of North America, Inc. Compromising And Allowing Proof Of Claim Number 8391 (Temic Automotive of North America, Inc., n/k/a Continental Automotive Systems, Inc., as assignee of Motorola, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 22, 2006, Motorola, Inc. ("Motorola") filed proof of claim number 8391 against DAS LLC, which asserts a general unsecured non-priority claim in the amount of \$8,385,154.00 (the "Claim") stemming from goods sold and services performed.

WHEREAS, on August 4, 2006, Motorola filed the Evidence Of Transfer Of Claim (Docket No. 4858) unconditionally transferring the Claim to Temic Automotive of North America, Inc., n/k/a Continental Automotive Systems, Inc.

WHEREAS, on June 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. §502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And

Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on July 6, 2007, the Claimant filed the Response Of Temic Automotive Of North America, Inc. To The Debtors' Seventeenth Omnibus Claims Objection (Docket No. 8483) (the "First Response").

WHEREAS, on November 12, 2007, the Debtors filed the Debtors' Statement Of Disputed Issues Regarding Proof Of Claim Number 8391 (Motorola, Inc./ Temic Automotive Of North America, Inc) (Docket No. 10895) (the "Statement of Disputed Issues").

WHEREAS, on December 20, 2007, the Claimant filed the Claimant's Supplemental Response To Debtors' Statement Of Disputed Issues Regarding Proof Of Claim Number 8391 (Motorola, Inc./ Temic Automotive Of North America, Inc) (Docket No. 11567) (the "Second Response," and together with the First Response, the "Responses").

WHEREAS, on January 14, 2008, the Debtors filed the Debtors' Supplemental Reply In Further Support Of Debtors' Objection Regarding Proof Of Claim Number 8391 (Motorola, Inc./ Temic Automotive Of North America, Inc.) (Docket No. 11984) (the "Supplemental Reply").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS

LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$2,000,000.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$2,000,000.00 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. The Responses are hereby deemed withdrawn with prejudice.
3. Nothing herein shall be construed as an admission of liability on behalf of the Debtors or the Reorganized Debtors with respect to any portion of the Claim.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 18th day of August, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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